

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

Keefe, Bruyette & Woods, Inc.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	
	:	Case No. 08-CV-1163
	:	(LAP)
Philadelphia Stock Exchange, Inc.,	:	
	:	
	:	
Defendant.	:	

**DEFENDANT'S RULE 7.1 DISCLOSURE STATEMENT**

Defendant, Philadelphia Stock Exchange, Inc., pursuant to Federal Rule of Civil Procedure 7.1, hereby provides its nongovernmental corporate party disclosure as follows:

1. Defendant, Philadelphia Stock Exchange, Inc., is a Delaware corporation with its principal place of business in Philadelphia, Pennsylvania.
2. Defendant, Philadelphia Stock Exchange, Inc., does not have a parent corporation. The Nasdaq Stock Market, Inc., has entered into an Agreement And Plan of Merger with PHLX, dated November 6, 2007.
3. Merrill Lynch, Pierce, Fenner & Smith Incorporated (a subsidiary of Merrill Lynch & Co., Inc., a publicly held company) owns more than 10% of the stock of the Philadelphia Stock Exchange, Inc.

4. Morgan Stanley & Co. Incorporated (an affiliate of Morgan Stanley, a publicly held corporation) owns more than 10% of the stock of the Philadelphia Stock Exchange, Inc.

Date: March 24, 2008

/s/ Charles L. Rombeau  
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**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY THAT, on this 24th day of March, 2008, a true and correct copy of the foregoing DEFENDANT'S RULE 7.1 DISCLOSURE was served with the Clerk of Court using the CM/ECF system, which will send notification of such filing to the following counsel for plaintiff:

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Dated: March 24, 2008

/s/ Charles L. Rombeau